

**CHARTER OF THE TECHNOLOGY COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
INVESTMENT TECHNOLOGY GROUP, INC.**

**Purpose**

The Technology Committee is appointed by the Board of Directors (the “Board”) of Investment Technology Group, Inc. (the “Company”) (1) to review and assess the development of the Company’s technology and (2) to advise the Board on matters involving the Company’s technologies and the acquisition of technologies.

**Committee Membership**

The Technology Committee shall consist of no fewer than three members and each member shall be a member of the Board.

The members of the Technology Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. Technology Committee members may be removed and replaced by the Board.

**Committee Authority and Responsibilities**

1. The Technology Committee shall have the authority to retain and terminate any technology consultant to be used to assist in the evaluation of the Company’s technology and shall have sole authority to approve the consultant's fees and other retention terms. The Technology Committee also shall have authority to obtain advice and assistance from internal or external technology or other advisors and members of management as it determines necessary to carry out its duties.
2. The Committee shall review and assess the development, execution, and expansion of the Company’s technologies, including its research and development activities, as well as the technical and market risks associated with new product development.
3. The Technology Committee shall monitor the quality and effectiveness of the Company’s technology security, including information security and cybersecurity risks, and periodically review, appraise and discuss with management the quality and effectiveness of the steps the Company has taken to control such exposures.
4. The Technology Committee will ensure that the Company’s technologies are aligned with the overall goals of the Company.
5. The Technology Committee may form and delegate its authority to subcommittees consisting of one or more members when appropriate.
6. The Technology Committee shall make regular reports to the Board.
7. The Technology Committee shall review and reassess the adequacy of its Charter periodically and recommend any proposed changes to the Board for approval.
8. The Technology Committee shall annually review its own performance.
9. The Technology Committee shall have such other authority and responsibilities as may be assigned to in from time to time by the Board.

**Adopted by the Board of Directors on November 16, 2017.**